

B 104 (Rev. 2/92)		ADVERSARY PROCEEDING COVER SHEET (Instructions on Reverse)		ADVERSARY PROCEEDING NUMBER (Court Use Only)	
PLAINTIFFS			DEFENDANTS		
ATTORNEYS (Firm Name, Address, and Telephone No.)			ATTORNEYS (if Known)		
PARTY (Check one box only)		<input type="checkbox"/> 1 U.S. PLAINTIFF		<input type="checkbox"/> 2 U.S. DEFENDANT	
				<input type="checkbox"/> 3 U.S. NOT A PARTY	
CAUSE OF ACTION (WRITE A BRIEF STATEMENT OF CAUSE OF ACTION, INCLUDING ALL U.S. STATUTES INVOLVED)					
NATURE OF SUIT (Check the one most appropriate box only.)					
<input type="checkbox"/> 454 To Recover Money or Property		<input type="checkbox"/> 455 To revoke an order of confirmation of a Chap. 11, Chap. 12, or Chap. 13 Plan		<input type="checkbox"/> 456 To obtain a declaratory judgment relating to any of foregoing causes of action	
<input type="checkbox"/> 435 To Determine Validity, Priority, or Extent of a Lien or Other Interest in Property		<input type="checkbox"/> 426 To determine the dischargeability of a debt 11 U.S.C. §523		<input type="checkbox"/> 459 To determine a claim or cause of action removed to a bankruptcy court	
<input type="checkbox"/> 457 To obtain approval for the sale of both the interest of the estate and of a co-owner in property		<input type="checkbox"/> 434 To obtain an injunction or other equitable relief		<input type="checkbox"/> 498 Other (specify)	
<input type="checkbox"/> 424 To object or to revoke a discharge 11 U.S.C. §727		<input type="checkbox"/> 458 To subordinate any allowed claim or interest except where such subordination is provided in a plan			
ORIGIN OF PROCEEDINGS (Check one box only.)		<input type="checkbox"/> 1 Original Proceeding		<input type="checkbox"/> 2 Removed Proceeding	
		<input type="checkbox"/> 4 Reinstated or Reopened		<input type="checkbox"/> 5 Transferred from Another Bankruptcy Court	
		<input type="checkbox"/> CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23			
DEMAND		NEAREST THOUSAND \$		OTHER RELIEF SOUGHT	
				<input type="checkbox"/> JURY DEMAND	
BANKRUPTCY CASE IN WHICH THIS ADVERSARY PROCEEDING ARISES					
NAME OF DEBTOR			BANKRUPTCY CASE NO.		
DISTRICT IN WHICH CASE IS PENDING		DIVISIONAL OFFICE		NAME OF JUDGE	
RELATED ADVERSARY PROCEEDING (IF ANY)					
PLAINTIFF		DEFENDANT		ADVERSARY PROCEEDING NO.	
DISTRICT		DIVISIONAL OFFICE		NAME OF JUDGE	
FILING FEE (Check one box only.)					
<input type="checkbox"/> FEE ATTACHED					
<input type="checkbox"/> FEE NOT REQUIRED					
<input type="checkbox"/> FEE IS DEFERRED					
DATE		PRINT NAME		SIGNATURE OF ATTORNEY (OR PLAINTIFF)	

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
WESTERN DIVISION**

In re:

DEHON, INC.,*

Debtor.

* The Debtor, formerly named ARTHUR D. LITTLE, INC., changed its name to Dehon, Inc. following the sale of substantially all of its operating assets pursuant to an order of the Bankruptcy Court dated April 29, 2002.

STEPHEN S. GRAY,
AS PLAN ADMINISTRATOR OF
DEHON, INC.,

Plaintiff,

v.

OCEAN REEF CLUB,

Defendant.

Chapter 11

Case No. 02-41045 (HJB)

(Substantively Consolidated)

Adversary Proceeding
No. _____

**COMPLAINT TO AVOID AND RECOVER
TRANSFERS OF PROPERTY UNDER 11 U.S.C. §§ 547 AND 550
AND TO DISALLOW CLAIM UNDER 11 U.S.C. § 502(d)**

Plaintiff, Stephen S. Gray, the duly-appointed Plan Administrator of Dehon, Inc. (“Plaintiff”) (Dehon, Inc. referred to herein as “Dehon”), by and through his undersigned counsel, files this Complaint pursuant to Rule 7001, *et seq.* of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), seeking the avoidance and recovery of certain transfers made by Dehon within ninety (90) days of the commencement of the above-captioned Chapter 11 case pursuant to Sections 547 and 550 of the United States Bankruptcy Code (“Bankruptcy Code”); and, in the event the Defendant fails to return

avoidable transfers, seeking disallowance of defendant's claim, if any, pursuant to Section 502(d) of the Bankruptcy Code. In support thereof, Plaintiff alleges as follows:

The Parties

1. Plaintiff is Stephen S. Gray, the duly-appointed Plan Administrator of Dehon.
2. The Defendant is Ocean Reef Club ("Defendant"). Upon information and belief, Defendant has a principal place of business at 35 Ocean Reef Drive, Key Largo, FL 33037.

Jurisdiction and Venue

3. This Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. § 1334. This proceeding is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(F).
4. Venue is proper in this district under 28 U.S.C. § 1409(a).
5. This Court has personal jurisdiction over Defendant pursuant to Bankruptcy Rule 7004(f) and because Defendant transacted and did business with Dehon, a Massachusetts corporation with its principal place of business in Massachusetts, before the Petition Date (as defined below).

Background

6. On February 5, 2002 (the "Petition Date"), Dehon and certain of its subsidiaries (collectively, the "Initial Debtors") each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Delaware Bankruptcy Court").

7. On February 12, 2002, the Delaware Bankruptcy Court transferred venue of the Initial Debtors' bankruptcy cases to the United States Bankruptcy Court for the District of Massachusetts (Western Division) (the "Massachusetts Bankruptcy Court").

8. On or about February 14, 2003, the Court confirmed (the "Confirmation Order") the Modified *Second Amended Plan of Liquidation of Dehon, Inc. (f/k/a Arthur D. Little, Inc.) and Its Debtor Subsidiaries* (the "Dehon Plan"). On February 25, 2003 (the "Effective Date"), the Dehon Plan became effective pursuant to Article IX thereof. Under the Dehon Plan, all of the assets and liabilities of the Debtors were substantively consolidated as if they were merged with the assets and liabilities of Dehon.

9. Pursuant to the Dehon Plan and Confirmation Order, Plaintiff was appointed the Plan Administrator of Dehon.

10. Pursuant to the Dehon Plan, Plaintiff is authorized, among other things, to investigate, enforce, sue on, settle or compromise (or decline to do any of the foregoing) any or all "Rights of Action," including all avoidance actions under Sections 544 through 550 of the Bankruptcy Code.

Count I – Avoidance of Preferential Transfers (11 U.S.C. § 547)

11. The Plaintiff repeats and realleges the allegations of paragraphs 1 through 10 with the same force and effect as though fully set forth herein.

12. On or within ninety (90) days before the Petition Date (the "Preference Period"), Dehon made transfers (each a "Transfer," and collectively, the "Transfers") to Defendant of an interest of Dehon in property in the form of payments, including, without limitation, the payments set forth on Exhibit A attached hereto in the aggregate amount of \$40,781.13.

13. Defendant was a creditor of Dehon at the time of the Transfers within the meaning of 11 U.S.C. § 101(10)(A).

14. The Transfers were made by Dehon to or for the benefit of Defendant within the meaning of 11 U.S.C. § 547(b)(1).

15. The Transfers were made by Dehon to Defendant for or on account of an antecedent debt owed by Dehon to Defendant before each of the Transfers was made.

16. Dehon was insolvent at the time the Transfers were made within the meaning of 11 U.S.C. §§ 101(32)(A) and 547(b)(3).

17. The Transfers enabled Defendant to receive more than Defendant would have received if Dehon's case were a case under Chapter 7 of the Bankruptcy Code, the Transfers had not been made, and Defendant had received payment of such debt to the extent provided by the provisions of the Bankruptcy Code.

Count II – Recovery of Avoided Preferential Transfers (11 U.S.C. § 550)

18. Plaintiff repeats and realleges the allegations of paragraphs 1 through 17 with the same force and effect as though fully set forth herein.

19. Defendant was the initial transferee of the Transfers or was the entity for whose benefit the Transfers were made.

20. The Transfers or the value thereof, to the extent they are avoided pursuant to 11 U.S.C. § 547, may be recovered by Plaintiff from Defendant pursuant to 11 U.S.C. § 550(a).

Count III – Disallowance of Claim (11 U.S.C. § 502(d))

21. Plaintiff repeats and realleges the allegations of paragraphs 1 through 20 with the same force and effect as though fully set forth herein.

22. Section 502(d) of the Bankruptcy Code provides that:

[T]he court shall disallow any claim of any entity from which property is recoverable under section . . . 550 . . . of this title or that is a transferee of a transfer avoidable under section . . . 547 . . . of this title unless such entity or transferee has paid the amount or turned over any such property, for which such entity or transferee is liable under section 550 . . . of this title.

23. The Transfers are recoverable as preferential transfers.

24. By reason of the foregoing, Plaintiff is entitled to a judgment and order pursuant to Sections 502(d) of the Bankruptcy Code, disallowing any claim asserted by Defendant against Dehon or Dehon's estate, unless and until Defendant pays to Plaintiff the full amount of any judgment obtained by Plaintiff against Defendant as requested herein.

Prayer for Relief

WHEREFORE, the Plaintiff prays that that this Court enter judgment for Plaintiff and against Defendant:

1. avoiding all Transfers made during the Preference Period, including, without limitation, those Transfers set forth on Exhibit A hereto, under 11 U.S.C. § 547(b);
2. awarding Plaintiff, and directing Defendant immediately to pay, the full amount of the Transfers, totaling at least \$40,781.13, together with interest thereon, at the legal rate allowed under 28 U.S.C. § 1961(a) from the date of each transfer;
3. disallowing in full any and all of Defendant's claims, whether unsecured, secured, administrative or priority, pursuant to 11 U.S.C. § 502(d), unless

and until Defendant has paid Plaintiff the full amount adjudged to be due and owing;

4. awarding Plaintiff, and directing Defendant immediately to pay Plaintiff's, costs and expenses incurred in this suit; and
5. granting such other and further relief as this Court may deem necessary and proper in the circumstances.

Dated: January 26, 2004

By: /s/ Douglas B. Rosner
Douglas B. Rosner (BBO #559963)
Christian J. Urbano (BBO #644471)
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Counsel to the Plan Administrator

Exhibit A

<u>Wire Date or Date Check Honored</u>	<u>Amount</u>	<u>Wire or Check Number</u>
12/24/2001	\$40,781.13	20178